

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered
	:	
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**STIPULATION ADOPTING UNIFORM PROTECTIVE ORDER FOR EXAMINER
DISCOVERY FOR PURPOSES OF DISCOVERY OF ALLY FINANCIAL INC.
BY MBIA INSURANCE CORPORATION**

Non-Debtor Ally Financial Inc. and its non-debtor affiliates (“Ally”) and MBIA Insurance Corporation (“MBIA”) hereby stipulate to and adopt by reference the terms and conditions of the Order [Docket 1223] and Uniform Protective Order for Examiner Discovery [Docket No. 1223-1] such that these terms and conditions shall govern the disclosure, discovery, production, and use of documents and other information provided by Ally to MBIA in connection with MBIA’s September 20, 2012 subpoena for documents concerning Debtors’ Rule 9010 Motion for Approval of Debtors’ RMBS Trust Settlement Agreement.

This stipulation relates solely to the disclosure, discovery, production, and use of documents and other information provided by Ally to MBIA in connection with MBIA’s September 20, 2012 subpoena for documents concerning Debtors’ Rule 9010 Motion for Approval of Debtors’ RMBS Trust Settlement Agreement and does not govern any other issues arising out of the above-captioned *In Re Residential Capital, LLC* bankruptcy proceedings.

Ally is not required to produce discovery it designates in good faith as “Professional Eyes Only.” This stipulation is without prejudice to MBIA’s ability to seek modification of Paragraph 6(c) of the Uniform Protective Order with respect to access to discovery materials designated by

Ally as "Professional Eyes' Only." This stipulation is also without prejudice to further agreement of the parties with respect to MBIA's access to discovery materials designated by Ally as "Professional Eyes' Only."

Respectfully submitted,

Dated: November 5, 2012

CADWALADER WICKERSHAM & TAFT
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Dated: November 5, 2012

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*Attorneys for Non-Debtor Ally Financial
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Dated: _____, 2012

SO ORDERED:

Honorable Martin Glenn

United States Bankruptcy Judge